

# Exhibit C

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of  
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

DEFENDANTS LISTED ON APPENDIX A  
ATTACHED HERETO,

Defendants.

Adv. Pro. No. 08-1789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. Nos. listed on Appendix A  
Attached Hereto

**ORDER GRANTING IN PART AND DENYING IN PART  
DEFENDANTS' MOTION TO DISMISS**

The Defendants listed on Appendix A attached hereto (collectively, "Defendants") have filed motions to dismiss (the "Motions to Dismiss") complaints or amended complaints, as the case may be, filed against them by Plaintiff Irving H. Picard, as trustee ("Trustee") for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.* ("SIPA") and the substantively consolidated estate of Bernard L. Madoff (the "Complaints").

On January 17, 2014 and March 10, 2014, the Trustee and the Securities Investor Protection Corporation ("SIPC") filed separate memoranda of law opposing the Motions to

Dismiss (the "Opposition Briefs"). On or before March 17, 2014, certain Defendants filed reply briefs in further support of their respective Motions to Dismiss (the "Reply Briefs").

On September 17, 2014, a hearing on the Motions to Dismiss was held by the Honorable Stuart M. Bernstein (the "Hearing"). Before and after the Hearing, various parties submitted supplemental authorities and other submissions to the Court. The Court, having reviewed the Motions to Dismiss, the Opposition Briefs, the Reply Briefs, the supplemental authorities and other submissions, and having heard the argument of counsel at the Hearing, granted in part and denied in part the Motions to Dismiss for reasons set forth in its Memorandum Decision Regarding Omnibus Motions to Dismiss (the "Decision") entered June 2, 2015.

Accordingly, it is hereby **ORDERED** that:

1. As to the counts in each Complaint in the adversary proceedings included on Appendix A attached hereto (the "Adversary Proceedings") in which the Trustee sought to avoid alleged obligations pursuant to sections 548(a)(1) and 544 of the Bankruptcy Code, applicable provisions of SIPA including sections 78fff(b) and 78fff-1(b) and New York Debtor and Creditor Law (the "Obligations Counts"), Claims"), the Motions to Dismiss are granted with respect to the and such Obligations Counts and such counts-Claims are hereby dismissed from each Complaint.

2. As to the ~~count in each complaint included on Appendix A attached hereto~~ counts in each Complaint in the Adversary Proceedings seeking to recover alleged subsequent transfers from any subsequent transferee defendants- or seeking relief from any alleged subsequent transferees for whom the transfers are alleged to have been made "for the benefit of" such transferees, pursuant to section 550(a) of the Bankruptcy Code, applicable provisions of SIPA including section 78fff-2(c)(3) and New York Debtor and Creditor Law (the "Subsequent

Transferee Count”), the Trustee shall determine on or before August 17, 2015 (the “Consideration Period”) whether (i) the Trustee intends to amend the subsequent transferee allegations in a Complaint, or (ii) the Subsequent Transferee Count will be dismissed without prejudice. Claims”), the Motions to Dismiss are granted and such Subsequent Transferee Claims are hereby dismissed from each Complaint, without prejudice.

3. Each of the Adversary Proceedings is stayed for the limited purpose of permitting the Trustee to determine whether or not to amend the Complaint, under the following procedures:

(a) On or before August 17, 2015 (the "Consideration Period"), the Trustee shall determine whether the Trustee wishes to amend the Subsequent Transferee Claims in a Complaint in a manner consistent with the Decision.

(b) If the Trustee wishes to amend the Subsequent Transferee Claims in a Complaint, he must first seek Defendants’ written consent to an amendment of the Subsequent Transferee Allegations and Subsequent Transferee Claims by making a written request to the relevant Defendant(s) prior to the expiration of the Consideration Period. The relevant Defendant(s) shall have fourteen (14) days from the receipt of the Trustee’s written request (“Consent Period”) within which to consider and respond to the Trustee’s request.

3. Should the Trustee seek to amend the Subsequent Transferee Count, he will seek Defendants’ written consent to an amendment of the subsequent transferee allegations in a manner consistent with the Decision, which written consent will not be unreasonably withheld. If necessary, the Trustee will (c) If the relevant Defendant(s) declines to consent to the Trustee’s proposed amendment for which a timely request for consent was given, the Trustee may seek leave of the Court to amend in accordance with Rule 15(a)(2) of the Federal Rules of

~~Civil Procedure. Should no request for consent to the amendment of a Complaint be provided to the relevant Defendant prior to the expiration of the Consideration Period, the Subsequent Transferee Count in that Complaint will be deemed dismissed without prejudice, by filing a motion for such relief with the Court within fourteen (14) days after the expiration of the Consent Period ("Filing Period").~~

(d) The periods for the actions to be taken under Paragraph 3 may be extended upon agreement of the parties to the pertinent Adversary Proceeding.

(e) The limited stay granted by this Order with respect to an Adversary Proceeding shall expire (i) upon the filing of the amended complaint, where consent to amendment was timely sought and obtained; (ii) upon expiration of the Filing Period where consent to amendment was timely sought but not obtained as of the expiration of the Consent Period, and the Trustee fails to file a motion to amend before the expiration of the Filing Period; (iii) upon the disposition by the Court of a motion for leave to amend filed before the expiration of the Filing Period where consent to amendment was timely sought but not obtained as of the expiration of the Consent Period.

4. In all other respects, the Motions to Dismiss are denied.

5. All Defendants that are parties to Complaints for which Subsequent Transferee ~~Counts~~ Claims have been deemed dismissed at the conclusion of the Consideration Period pursuant to Paragraph 2 of this Order shall file their answers to the Complaints within 30 days following the expiration of the Consideration Period, or September 16, 2015. Defendants will move forward thereafter on schedules to be established by further order of the Court after ~~consultation among the parties~~ not later than thirty (30) days after the date of expiration of the limited stay under Paragraph 3(e) above. Nothing in this Order constitutes a waiver of the right

of the Defendant(s) right to request from the Trustee or the Court a further extension of time to answer, move or otherwise respond to the Complaint or Amended Complaint, and/or the Trustee's right to object to any such request.

6. The Adversary Proceedings will move forward thereafter on schedules to be established by further order of the Court after consultation among the parties in accordance with the applicable rules of procedure.

~~6. All actions in which Trustee seeks leave to amend the Complaint will move forward thereafter on a schedule consistent with the applicable Rules of Civil Procedure, including, without limitation, Rule 15(a)(3).~~

7. This Court ~~shall retain~~ retains jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
\_\_\_\_\_, 2015

\_\_\_\_\_  
HONORABLE STUART M. BERNSTEIN  
UNITED STATES BANKRUPTCY JUDGE

<b>APPENDIX A</b>			
	<b>Adv. Pro. No.</b>	<b>Defendant(s)</b>	<b>Counsel for Defendant(s)</b>
1.	10-05255	Picard v. Stefanelli Investors Group, et al.	Delbello Donnellan Weingarten Wise & Wiederkehr, LLP
2.	10-04861	Picard v. Harold J. Hein	Dentons LLP
3.	10-04401	Picard v. Rose Gindel Trust, et al.	Dentons LLP
4.	10-05085	Picard v. Eugene J. Ribakoff 2006 Trust, et al.	Dentons LLP
5.	10-05424	Picard v. The Frederia Ripley French Rev. Trust, et al.	Dentons LLP
6.	10-05224	Picard v. David R. Markin, et al.	Dentons LLP
7.	10-04925	Picard v. Alvin Gindel Rev. Trust, et al.	Dentons LLP
8.	10-05384	Picard v. Neil Reger Profit Sharing Keogh, et al.	Dentons LLP
9.	10-04966	Picard v. Onesco International, Ltd., et al	Lax & Neville LLP / Milberg LLP
10.	10-04335	Picard v. Aspen Fine Arts Co., et al.	Milberg LLP
11.	10-04978	Picard v. Estate of Ira S. Rosenberg, et al	Milberg LLP
12.	10-04741	Picard v. William M. Woessner Family Trust, et al.	Milberg LLP
13.	<u>10-04906</u>	<u>Picard v. Steven V Marcus Separate Property of the Marcus Family Trust, et al.</u>	<u>Milberg LLP</u>
<u>14.</u> <del>13.</del>	10-04944	Picard v. Pergament Equities LLC, et al.	Pryor Cashman LLP
<u>15.</u> <del>14.</del>	10-05194	Picard v. Bruce D. Pergament, et al.	Pryor Cashman LLP
<u>16.</u> <del>15.</del>	10-04341	Picard v. James P. Marden, et al.	Pryor Cashman LLP

<u>17.</u> <del>16.</del>	10-04348	Picard v. Marden Family Limited Partnership, et al.	Pryor Cashman LLP
<u>18.</u> <del>17.</del>	10-05439	Picard v. Avram J. Goldberg, et al.	Pryor Cashman LLP
<u>19.</u> <del>18.</del>	10-05118	Picard v. Charlotte M. Marden, et al.	Pryor Cashman LLP
<u>20.</u> <del>19.</del>	10-04575	Picard v. Boslow Family Limited Partnership, et al.	Pryor Cashman LLP
<u>21.</u> <del>20.</del>	10-04352	Picard v. RAR Entrepreneurial Fund LTD, et al.	Becker & Poliakoff LLP
<u>22.</u> <del>21.</del>	10-04362	Picard v. Sage Associates, et al.	Becker & Poliakoff LLP
<u>23.</u> <del>22.</del>	10-04400	Picard v. Sage Realty, et al.	Becker & Poliakoff LLP
<u>24.</u> <del>23.</del>	10-04712	Picard v. Joseph S. Popkin Revocable Trust Dated February 9, 2006, a Florida Tr	Becker & Poliakoff LLP
<u>25.</u> <del>24.</del>	10-05157	Picard v. The Harnick Brothers Partnership, et al.	Becker & Poliakoff LLP
<u>26.</u> <del>25.</del>	10-05196	Picard v. Whitman 1990 Trust U/A DTD 4/13/90, etc., et al	Becker & Poliakoff LLP
<u>27.</u> <del>26.</del>	12-01706	Picard v. Estate of Nathan Schupak	Becker & Poliakoff LLP

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